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**LAW OFFICES OF  
LOUIS E. GITOMER, LLC.**

**SURFACE TRANSPORTATION BOARD**

LOUIS E. GITOMER  
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December 1, 2011

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TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
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Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 1, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessee:

Unimin Corporation  
258 Elm Street  
New Canaan, CT 06840

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 rail cars numbered WWUX 1501-1600, inclusive.

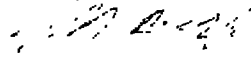
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms. Cynthia T. Brown  
December 1, 2011  
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Unimin Corporation, 258 Elm Street, New Canaan, CT 06840, covering 100 rail cars numbered WWUX 1501-1600, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

dated as of ~~September~~ October 1, 2011

between

UNIMIN CORPORATION,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC.

as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on Dec. 1, 2011 at . m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December, 2011, by and between UNIMIN CORPORATION, ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

- 1 Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are subject to that certain Rail Equipment Net Leasing Agreement No. 22423-90000 dated as of April 28, 2011 (the "Master Agreement"), between Banc of America Leasing & Capital, LLC ("BALC") and Lessee. BALC has assigned to Lessor, all of BALC's rights, title and interest under the Master Agreement (to the extent related to the Railcars) including, without limitation, the right for Lessor to directly enter into a Schedule with Lessee (which such Schedule will incorporate by reference the terms and conditions of the Master Agreement) and acquire the Railcars for lease to Lessee. Such Schedule between Lessor and Lessee and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein as, the "Lease".

- 2 The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
- 3 The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

**BANC OF AMERICA LEASING & CAPITAL, L.L.C**

By: Patricia Smith-Disu  
Name: **Patricia Smith-Disu**  
Title: **Vice President**

**UNIMIN CORPORATION**

By: Mike C. Anderson  
Name: **Mike C. Anderson**  
Title: **Senior Vice President, Finance & Treasurer (CFO)**

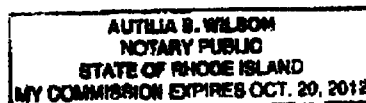
STATE OF PROVIDENCE  
COUNTY OF PROVIDENCE

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of December, 2011, before me, the undersigned, a Notary Public of the State of PROVIDENCE, personally appeared Michael J. Wilson, who acknowledged himself to be the Vice President of BANK OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Autlia B. Wilson  
Notary Public

My commission expires: October 20, 2012



STATE OF CONNECTICUT )

) ss.

New Britain

COUNTY OF Fairfield )

I HEREBY CERTIFY, that on this 10 day of July, 2011, before me, the undersigned, a Notary Public of the State of Connecticut, personally appeared Luise C. Anderson, who acknowledged himself to be the Sr. VP, Finance & Treasurer-CFO of UNIMIN CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized officer of said company by signing the name of the company by himself as the Sr. VP, Finance & Treasurer-CFO.

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public

My commission expires.

**JULISSA CONCEPCION**  
**NOTARY PUBLIC OF CONNECTICUT**  
My Commission Expires 4/30/2014

EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT  
DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Unit Type</u>
WWUX 1501 – 1600, inclusive	3281 c.f. Center Flow Covered Hopper Cars